

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION  
Washington, D.C. 20549**

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP  
OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public  
Utility Holding Company Act of 1935 or Section 30(f) of the  
Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>HOOK JUDITH D</b> <small>(Last) (First) (Middle)</small>  <b>425 WINTER ROAD</b> <small>(Street)</small>  <b>DELAWARE, OH 43015</b> <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>GREIF INC [ GEF,GEF.B ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>1/4/2011</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input checked="" type="checkbox"/> Director <span style="float:right"><input checked="" type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span>
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	2/28/2011		A		1393 (8)	A	\$64.59	20984 (1)	D	
Class B Common Stock	1/4/2011		G		13930	D	\$0.00 (2)	0 (3)	I	See footnote. (3)
Class B Common Stock	1/4/2011		G		13930	A	\$0.00 (2)	2904513	D	
Class B Common Stock	1/4/2011		G		2772	D	\$0.00 (4)	2901741	D	
Class A Common Stock								938	I	See footnote (5)
Class B Common Stock								23334 (6)	I	See footnote. (6)
Class B Common Stock								211860	I	See footnote. (7)
Class B Common Stock								2127026	I	See footnote. (5)

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

- (1) 5,274 shares are subject to restriction on transfer.
- (2) Disposition between grantor retained annuity trusts, of which Judith D. Hook is the trustee, and the Judith D. Hook trust.
- (3) See footnote #6 for securities owned indirectly by Judith D. Hook
- (4) Gift to adult son of Judith D. Hook. Ms. Hook disclaims ownership of shares owned by her adult son.
- (5) By trust of which the Reporting Person is a co-trustee.
- (6) The Reporting Person is trustee of a family trust.
- (7) The reporting person is trustee of a charitable lead annuity trust.
- (8) The shares are subject to restriction until the earlier of February 28, 2014 or the reporting person's retirement from the Board.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>HOOK JUDITH D 425 WINTER ROAD DELAWARE, OH 43015</b>	<b>X</b>	<b>X</b>		

**Signatures**

**Judith D. Hook by John K. Dieker pursuant to a POA filed with the Commission.**

**3/1/2011**

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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